

ZyXEL Communications A/S

Gladsaxevej 378
2860 Søborg
Denmark

CVR no. 21 22 92 37

Annual report 2022

The annual report was presented and approved at
the Company's annual general meeting on

4 July 2023

Torben Thomasen
Chairman of the annual general meeting

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ZyXEL Communications A/S
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Statement by the Board of Directors and the Executive Board

The Board of Directors and the Executive Board have today discussed and approved the annual report of ZyXEL Communications A/S for the financial year 1 January – 31 December 2022.

The annual report has been prepared in accordance with the Danish Financial Statements Act.

In our opinion, the financial statements give a true and fair view of the Company's assets, liabilities and financial position at 31 December 2022 and of the results of the Company's operations for the financial year 1 January – 31 December 2022.

Further, in our opinion, the Management's review gives a fair review of the development in the Company's activities and financial matters, of the results for the year and of the Company's financial position.

We recommend that the annual report be approved at the annual general meeting.

Gladsaxe, 4 July 2023
Executive Board:

Karsten Gewecke
CEO

Board of Directors:

Shun-I Chu
Chairman

Torben Thomasen

Kuo-Long Yang



Independent auditor's report

To the shareholder of ZyXEL Communications A/S

Opinion

We have audited the financial statements of ZyXEL Communications A/S for the financial year 1 January – 31 December 2022 comprising income statement, balance sheet, statement of changes in equity and notes, including accounting policies. The financial statements are prepared in accordance with the Danish Financial Statements Act.

In our opinion, the financial statements give a true and fair view of the Company's assets, liabilities and financial position at 31 December 2022 and of the results of the Company's operations for the financial year 1 January – 31 December 2022 in accordance with the Danish Financial Statements Act.

Basis for Opinion

We conducted our audit in accordance with International Standards on Auditing (ISAs) and the additional requirements applicable in Denmark. Our responsibilities under those standards and requirements are further described in the "Auditor's responsibilities for the audit of the financial statements" section of our report.

We are independent of the Company in accordance with the International Ethics Standards Board for Accountants' International Code of Ethics for Professional Accountants (IESBA Code) and the additional ethical requirements applicable in Denmark, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the IESBA Code.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Management's responsibility for the financial statements

Management is responsible for the preparation of financial statements that give a true and fair view in accordance with the Danish Financial Statements Act and for such internal control that Management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, Management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting in preparing the financial statements unless Management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Auditor's responsibilities for the audit of the financial statements

Our objectives are to obtain reasonable assurance as to whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with ISAs and the additional requirements in Denmark will always detect a material misstatement when it exists. Misstatements may arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of financial statement users made on the basis of these financial statements.

As part of an audit conducted in accordance with ISAs and the additional requirements applicable in Denmark, we exercise professional judgement and maintain professional scepticism throughout the audit. We also

- identify and assess the risks of material misstatement of the company financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error as fraud may involve collusion, forgery, intentional omissions, misrepresentations or the override of internal control.

Independent auditor's report

- obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.
- evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by Management.
- conclude on the appropriateness of Management's use of the going concern basis of accounting in preparing the financial statements and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- evaluate the overall presentation, structure and contents of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that gives a true and fair view.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

Statement on the Management's review

Management is responsible for the Management's review.

Our opinion on the financial statements does not cover the Management's review, and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the Management's review and, in doing so, consider whether the Management's review is materially inconsistent with the financial statements or our knowledge obtained during the audit, or otherwise appears to be materially misstated.

Moreover, it is our responsibility to consider whether the Management's review provides the information required under the Danish Financial Statements Act.

Based on the work we have performed, we conclude that the Management's review is in accordance with the financial statements and has been prepared in accordance with the requirements of the Danish Financial Statements Act. We did not identify any material misstatement of the Management's review.

Copenhagen, 4 July 2023

KPMG

Statsautoriseret Revisionspartnerselskab

CVR no. 25 57 81 98

Morten Høgh-Petersen
State Authorised
Public Accountant
mne34283

ZyXEL Communications A/S
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CVR no. 21 22 92 37

Management's review

Company details

ZyXEL Communications A/S
Gladsaxevej 378
2860 Søborg
Denmark

CVR no.:	21 22 92 37
Established:	8 October 1998
Registered office:	Gladsaxe
Financial year:	1 January – 31 December

Board of Directors

Shun-I Chu, Chairman
Torben Thomasen
Kuo-Long Yang

Executive Board

Karsten Gewecke, CEO

Auditor

KPMG
Statsautoriseret Revisionspartnerselskab
Dampfærgevej 28
DK-2100 København Ø
CVR no. 25 57 81 98

Management's review

Financial highlights

EUR'000	2022	2021	2020	2019	2018
Key figures					
Revenue	155,002	123,356	81,326	78,553	129,510
Gross profit/loss	9,599	10,167	7,303	11,860	18,742
Profit/loss from financial income and expenses	72	384	1,001	-2,138	-127
Profit/loss for the year	2,452	2,592	1,723	-1,817	842
Balance sheet					
Total assets	96,487	88,645	62,043	64,190	84,102
Equity	21,468	19,016	15,805	14,172	26,122
Investment in property, plant and equipment	2	63	39	9	689
Ratios					
Gross margin	6.2%	8.2%	9.0%	15.1%	14.5%
Operating margin	1.4%	1.9%	0.8%	0.6%	0.9%
Return on equity	12.1%	14.9%	11.5%	-8.8%	3.2%
Solvency ratio	22.2%	21.5%	25.6%	22.1%	32.0%
Other key figures					
Average number of full-time employees	23	22	31	31	38

The company demerged 1 April 2019, separating the two business divisions into two individual group structures.

Financial ratios are calculated in accordance with the guidelines "Recommendations & Ratios" issued by the Danish Society of Financial Analysts. For terms and definitions, please see the accounting policies.

Management's review

Operating review

Principal activities

The Company's primary activities consist of trading ZyXEL branded IT network products in several countries across EMEA, with key countries in regions such as Denmark, Norway, Sweden, Finland, Germany, the Netherlands, Czech Republic, Spain, Italy, the UK and Ireland.

The Company operates in the business segment Service Provider. The products sold via Telco companies are mostly customized product.

All sales take place via the parent company as is the case for most part of the administrative functions. Offices located in Norway, Finland, Sweden, Britain, Germany, Poland, Italy, Spain and Czech Republic provide sales and technical support, etc., locally.

Development in activities and financial position

The Company's income statement for 2022 shows a profit of EUR'000 2,452 as against EUR'000 2,592 in 2021. Equity in the Company's balance sheet at 31 December 2022 stood at EUR'000 21,468 as against EUR'000 19,016 at 31 December 2021.

The development in revenue and profit for the year is considered satisfactory and in line with the expectations expressed in the financial statements for 2021.

The Group expected results for 2023 - revenue in the range of EUR 200,000 - 210,000 thousand and profit on EUR 2,400 - 2,000 thousand.

Events after the balance sheet date

No events have occurred after the balance sheet date that may affect the Company's financial position.

General risks

ZYXEL Communications A/S is a trading company that sells products for the Company's owner to a limited number of customers in the countries where the Company is represented and, on this background, the Company does not have any specific general risks.

ZYXEL Communication A/S operates in the British market through its subsidiary ZYXEL Communications UK Ltd. but does not expect any special financial impact related to Brexit.

Financial risks

ZYXEL Communications A/S invoices its subsidiaries for purchase of goods in EUR. Moreover, the majority of sales is also invoiced in EUR. An exchange rate risk exists in UK, Norway and the Czech Republic due to the fact that sales are invoiced in local currencies. The risks are not hedged using financial instruments. In the other countries, the risk is minimal.

Intellectual capital

It is necessary that our employees are updated on the development within our business areas and complementary areas as well. This is made via education, exhibitions, networking, etc.

Management's review

Operating review

Corporate social responsibility

The Company's primary activities consist of trading ZyXEL branded IT network products in several countries across EMEA, with key countries in regions such as Denmark, Norway, Sweden, Finland, Germany, the Netherlands, Czech Republic, Spain, Italy, the UK and Ireland.

The Company operates in the business segment Service Provider. The products sold via Telco companies are mostly customized products.

All sales take place via the parent company as is the case for most part of the administrative functions. Offices located in Norway, Finland, Sweden, Britain, Germany, Poland, Italy, Spain and Czech Republic provide sales and technical support, etc., locally.

Based on the performed internal risk assessment, and considering the countries in which we operate, it is our understanding that the risks to environment, climate, human rights, social and staff matters, and anticorruption and bribery are limited. Therefore, the Group does not have individual policies.

Gender distribution in Management

The Board of Directors of ZYXEL Communications A/S has three representatives who have been chosen in relation to their professional experience, of which two are also senior managers of the ZyXEL Group. While these members have been elected based on a forementioned qualities, we do recognize that there are advantages of having a board comprising of a wide range of backgrounds, culture and gender.

In 2022 there were no changes in the elected board of directors and therefore no change in distribution of gender within the board. However, it is the aim of Zyxel to increase the overall share of the under-represented gender over the next 4 years by 33% in that time. It is however important to note that taking the industry into consideration, we might encounter challenges in achieving our target within the defined timeframe.

The senior management team included seven persons in 2022, all of whom have been chosen with due respect to their professional experience. Two of the senior managers are female. ZYXEL Communications A/S has acknowledged the changes in the Danish Financial Statements Act regarding an equal gender distribution among the senior management. and will take it into consideration in addition to the professional experience of a candidate when a position becomes available.

Board of Directors

In 2022, there were no changes to the Board of Directors which is why we did not achieve the target figure. Taking the industry into consideration, we might encounter challenges in achieving our target within the defined timeframe.

Our Managerial Positions

ZyXEL Communicatios A/S aspires to have one of each gender in the final stage of the hiring processes. In 2023 we will continue to work towards making changes to the gender distribution in senior management roles to increase female representation to a more equal distribution.

Management's review

Operating review

Report on data ethics

ZyXEL Communications A/S is committed to following best practice when it comes to the ongoing management of our customer data, to ensure that we are adhering to ethical guidelines. The amount of exposure we have to customer data is limited, due to the type of data we have on customers and personal data within our customer relationship management tool and other data tools. We are still in transition to fully implement the guidelines on ethical policies implemented in 2022, alongside our data protection policy that already fulfills GDPR compliance.

ZyXEL Communications A/S plans to fully implement the new data ethics policy in 2023 to support and complement our current data protection policy.

Financial statements 1 January – 31 December

Income statement

EUR'000	Note	2022	2021
Revenue	2	155,002	123,356
Production costs		<u>-145,403</u>	<u>-113,189</u>
Gross profit		9,599	10,167
Distribution costs	3,4,5	-4,579	-3,032
Administrative expenses	3,4,5	<u>-2,893</u>	<u>-4,760</u>
Profit before financial income and expenses		2,127	2,375
Income from equity investments in group entities	5	583	410
Other financial income	6	16,307	3,345
Other financial expenses	7	<u>-16,235</u>	<u>-2,961</u>
Profit before tax		2,782	3,169
Tax on profit for the year	8	<u>-330</u>	<u>-577</u>
Profit for the year	9	<u><u>2,452</u></u>	<u><u>2,592</u></u>

Financial statements 1 January – 31 December

Balance sheet

EUR'000	Note	31/12 2022	31/12 2021
ASSETS			
Fixed assets			
Intangible assets	10		
Acquired patents		<u>0</u>	<u>0</u>
Property, plant and equipment	11		
Fixtures and fittings, tools and equipment		<u>32</u>	<u>54</u>
Investments	12		
Equity investments in group entities		9,137	8,553
Other receivables		<u>39</u>	<u>40</u>
		<u>9,176</u>	<u>8,593</u>
Total fixed assets		<u>9,208</u>	<u>8,647</u>
Current assets			
Inventories			
Finished goods and goods for resale		<u>35,545</u>	<u>38,143</u>
Receivables			
Trade receivables		21,495	31,580
Receivables from group entities		23,104	42
Other receivables		2,690	3,935
Deferred tax asset	13	<u>128</u>	<u>307</u>
		<u>47,417</u>	<u>35,864</u>
Cash at bank and in hand		<u>4,317</u>	<u>5,991</u>
Total current assets		<u>87,279</u>	<u>79,998</u>
TOTAL ASSETS		<u>96,487</u>	<u>88,645</u>

Financial statements 1 January – 31 December

Balance sheet

EUR'000	Note	31/12 2022	31/12 2021
EQUITY AND LIABILITIES			
Equity			
Contributed capital	14	2,781	2,781
Retained earnings		18,687	16,235
Total equity		<u>21,468</u>	<u>19,016</u>
Provisions			
Other provisions	15	165	1,047
Total provisions		<u>165</u>	<u>1,047</u>
Liabilities other than provisions			
Current liabilities other than provisions			
Trade payables		744	583
Payables to group entities		71,163	65,293
Other payables		2,947	2,706
		<u>74,854</u>	<u>68,582</u>
Total liabilities other than provisions		<u>74,854</u>	<u>68,582</u>
TOTAL EQUITY AND LIABILITIES		<u>96,487</u>	<u>88,645</u>
Contractual obligations, contingencies, etc.	16		
Related party disclosures	17		

Financial statements 1 January – 31 December

Statement of changes in equity

EUR'000	Contributed capital	Retained earnings	Total
Equity at 1 January 2021	2,781	13,024	15,805
Transferred over the profit appropriation	0	2,592	2,592
Foreign exchange adjustment, branches	0	619	619
Equity at 1 January 2022	2,781	16,235	19,016
Transferred over the profit appropriation	0	2,452	2,452
Equity at 31 December 2022	2,781	18,687	21,468

Financial statements 1 January – 31 December

Notes

1 Accounting policies

The annual report of ZyXEL Communications A/S for 2022 has been prepared in accordance with the provisions applying to reporting class C large entities under the Danish Financial Statements Act.

The accounting policies used in the preparation of the financial statements are consistent with those of last year.

Omission of consolidated financial statements

Pursuant to section 112(1) of the Danish Financial Statements Act, no consolidated financial statements have been prepared. The financial statements of ZyXEL Communications A/S and group entities are included in the consolidated financial statements of ZyXEL Communications Corporation.

Omission of cash flow statement

Pursuant to section 86(4) of the Danish Financial Statements Act, no cash flow statement has been prepared. The Company's cash flows are included in the cash flow statement in the consolidated financial statements of ZyXEL Communications Corporation.

Foreign currency translation

On initial recognition, transactions denominated in foreign currencies are translated at the exchange rates at the transaction date. Foreign exchange differences arising between the exchange rates at the transaction date and the date of payment are recognised in the income statement as financial income or financial expenses.

Receivables, payables and other monetary items denominated in foreign currencies are translated at the exchange rates at the balance sheet date. The difference between the exchange rates at the balance sheet date and the date at which the receivable or payable arose or was recognised in the latest financial statements is recognised in the income statement as financial income or financial expenses.

Upon recognition of foreign subsidiaries and associates that are independent entities, the income statements are translated into EUR at average exchange rates for the month, and balance sheet items are translated at the exchange rates at the balance sheet date. Foreign exchange differences arising upon translation of foreign subsidiaries' opening equity and results at the exchange rates at the balance sheet date are recognised directly in equity.

Income statement

Revenue

Income from the sale of goods, is recognised in revenue when delivery and transfer of risk to the buyer have taken place, and the income may be measured reliably and is expected to be received. The date of transfer of the most significant benefits and risks is determined using standard Incoterms ©2020.

Revenue is measured at the fair value of the agreed consideration excluding VAT and taxes charged on behalf of third parties. All discounts granted are recognised in revenue.

Financial statements 1 January – 31 December

Notes

1 Accounting policies (continued)

Production costs

Production costs comprise costs, incurred in generating revenue for the year. Such costs include direct and indirect costs of consumables, as well as impairment losses on goods for resale.

Distribution costs

Costs incurred in distributing goods sold during the year and in conducting sales campaigns, etc., are recognised as distributions costs. Also, costs relating to sales staff and depreciation are recognised.

Administrative expenses

Administrative expenses comprise expenses incurred during the year for management and administration of the Parent Company, including expenses for administrative staff, Management, office premises, office expenses and depreciation.

Income from equity investments in subsidiaries

The proportionate share of the individual subsidiaries' profit/loss after tax is recognised in the Parent Company's income statement after full elimination of internal gains/losses and amortisation of goodwill.

Financial income and expenses

Financial income and expenses comprise interest income and expense, gains and losses on payables and transactions denominated in foreign currencies, as well as surcharges and refunds under the on account tax scheme, etc.

Tax on profit for the year

The Parent Company is subject to the Danish rules on compulsory joint taxation of the Group's Danish subsidiaries. The subsidiaries are included in the joint taxation from the date when they are included in the consolidated financial statements and up to the date when they are excluded from the consolidation.

The Parent Company is the administrative company for the joint taxation and accordingly settles all payments of corporation tax to the tax authorities.

On payment of joint taxation contributions, current Danish corporation tax is allocated between the jointly taxed entities in proportion to their taxable income. Entities with tax losses receive joint taxation contributions from entities that have used the losses to reduce their own taxable profit.

Tax for the year comprises current corporation tax for the year and changes in deferred tax, including changes in tax rates. The tax expense relating to the profit for the year is recognised in the income statement, and the tax expense relating to amounts directly recognised in equity is recognised directly in equity.

Financial statements 1 January – 31 December

Notes

1 Accounting policies (continued)

Balance sheet

Intangible assets

Acquired patents

Cost comprises the purchase price and any costs directly attributable to the acquisition until the date when the asset is available for use.

Amortisation is provided on a straight-line basis over the expected useful lives of the assets which are 5-7 years.

Gains and losses on the disposal of intangible assets are determined as the difference between the sales price less disposal costs and the carrying amount at the date of disposal. Gains and losses are recognised in the income statement as the operating income or operating costs, respectively.

Property, plant and equipment

Property, plant and equipment are measured at cost less accumulated depreciation and impairment losses.

Cost comprises the purchase price and any costs directly attributable to the acquisition until the date on which the asset is available for use.

The basis of depreciation, which is calculated as cost less any projected residual values after the end of the useful life, is depreciated on a straight-line basis of the estimated useful life. The estimated useful lives are as follows:

Fixtures and fittings, tools and equipment	2-5 years
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The useful life and residual value are reassessed annually. Changes are treated as accounting estimates, and the effect on depreciation is recognised prospectively.

Gains and losses on the disposal of property, plant and equipment are stated as the difference between the selling price less selling costs and the carrying amount at the date of disposal. Gains and losses are recognised in the income statement as other operating income or other operating costs, respectively.

Investments

Investments in subsidiaries are measured according to the equity method.

Investments in subsidiaries are measured at the proportionate share of the subsidiaries' net asset values calculated in accordance with the accounting policies minus or plus unrealised intra-group profits and losses and plus or minus any residual value of positive or negative goodwill determined in accordance with the purchase method.

Investment in subsidiaries with negative net asset values are measured at EUR 0 (nil), and any amounts owed by such subsidiaries are written down if the amount owed is irrecoverable. If the Parent Company has a legal or constructive obligation to cover a deficit that exceeds the amount owed, the remaining amount is recognised under provisions.

Financial statements 1 January – 31 December

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1 Accounting policies (continued)

Net revaluation of investments in subsidiaries is recognised in the reserve for net revaluation according to the equity method in equity to the extent that the carrying amount exceeds cost. Dividends from subsidiaries which are expected to be adopted before the approval of the annual report of ZyXEL Communications A/S are not recognised in the reserve for net revaluation.

Impairment of fixed assets

The carrying amount of intangible assets and property, plant and equipment, as well as equity investment in group entities, is subject to an annual test for indications of impairment other than the decrease in value reflected by depreciation or amortisation.

Impairment tests are conducted of individual assets or groups of assets when there is an indication that they may be impaired. Write-down is made to the recoverable amount if this is lower than the carrying amount.

The recoverable amount is the higher of an asset's net selling price and its value in use. The value in use is determined as the present value of the forecast net cash flows from the use of the asset or the group of assets, including forecast net cash flows from the disposal of the asset or the group of assets after the end of the useful life.

Inventories

Inventories are measured at cost, comprising purchase price plus delivery costs, in accordance with the FIFO method. Where the net realisable value is lower than cost, inventories are written down to this lower value.

The net realisable value of inventories is calculated as the sales amount less costs of completion and costs necessary to make the sale and is determined taking into account marketability, obsolescence and development in expected selling price..

Receivables

Receivables are measured at amortised cost. Write-down is made for bad debt losses based on an individual assessment of receivables.

Write-down is made for bad debt losses where there is an objective indication that a receivable or a portfolio of receivables has been impaired. If there is an objective indication that an individual receivable has been impaired, write-down is made on an individual basis.

Receivables with no objective indication of individual impairment are assessed for objective indication of impairment on a portfolio basis. The portfolios are primarily based on the debtors' registered offices and credit rating in accordance with the Company's credit risk management policy. The objective indicators used in relation to portfolios are determined on the basis of historical loss experience.

Cash at bank and in hand

Cash at bank and in hand comprise cash and bank deposits.

Financial statements 1 January – 31 December

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1 Accounting policies (continued)

Equity

Net revaluation reserve according to the equity method

Net revaluation reserve according to the equity method comprises net revaluation of equity investments in subsidiaries and associates in proportion to cost.

The reserve can be eliminated in case of loss, realisation of equity investments or changes to accounting estimates.

The reserve cannot be recognised at a negative amount.

Dividends

Proposed dividends are recognised as a liability at the date on which they are adopted at the annual general meeting (declaration date). The expected dividend payment for the year (declaration date) is disclosed as a separate item under equity.

Corporation tax and deferred tax

Current tax payable and receivable is recognised in the balance sheet as tax computed on the taxable income for the year, adjusted for tax on the taxable income of prior years and for tax paid on account.

Deferred tax is measured using the balance sheet liability method on all temporary differences between the carrying amount and the tax value of assets and liabilities based on the planned use of the asset or settlement of the liability. However, deferred tax is not recognised on temporary differences relating to items where the temporary differences arise at the date of acquisition without affecting either profit/loss or taxable income.

Deferred tax assets, including the tax value of tax loss carryforwards, are recognised at the expected value of their utilisation within the foreseeable future; either as a set-off against tax on future income or as a set-off against deferred tax liabilities in the same legal tax entity. Any deferred net assets are measured at net realisable value.

Deferred tax is measured in accordance with the tax rules and at the tax rates applicable at the balance sheet date when the deferred tax is expected to crystallise as current tax. Changes in deferred tax as a result of changes in tax rates are recognised in the income statement or equity, respectively.

Provisions

Provisions comprise anticipated costs of warranties. Provisions are recognised when, as a result of past events, the Company has a legal or a constructive obligation, and it is probable that there may be outflow of resources embodying economic benefits to settle the obligation. Provisions are measured at value in use.

Provisions are measured at net realisable or fair value if the obligation is expected to be settled in the distant future.

Financial statements 1 January – 31 December

Notes

1 Accounting policies (continued)

Warranties comprise obligations to make good any defects on goods sold. Provisions are measured at net realisable value and recognised on the basis of the Company's past record with warranties. Provisions expected to be maintained for more than one year from the balance sheet date are discounted at a rate reflecting risk and the due date for payment.

Liabilities other than provisions

Financial liabilities are recognised at the date of borrowing at the net proceeds received less transaction costs paid. In subsequent periods, the financial liabilities are measured at amortised cost.

Other liabilities are measured at amortised cost.

Segment information

Segment information is provided on geographical markets. The segment information is in line with the Group's accounting policies, risks and internal financial management.

Financial ratios

Financial ratios are calculated in accordance with the Danish Society of Financial Analysts' guidelines on the calculation of financial ratios "Recommendations & Financial Ratios".

The financial ratios have been calculated as follows:

Gross margin	$\frac{\text{Gross profit} \times 100}{\text{Revenue}}$
Operating margin	$\frac{\text{Operating profit/loss} \times 100}{\text{Revenue}}$
Return on equity	$\frac{\text{Profit/loss from ordinary activities after tax} \times 100}{\text{Average equity}}$
Solvency ratio	$\frac{\text{Equity at year end} \times 100}{\text{Total equity and liabilities at year end}}$

Financial statements 1 January – 31 December

Notes

EUR'000	<u>2022</u>	<u>2021</u>
2 Revenue		
Denmark	2,690	3,371
The Nordic countries excluding Denmark	59,848	45,368
Europe excluding Denmark and the Nordics	<u>92,464</u>	<u>74,617</u>
	<u>155,002</u>	<u>123,356</u>
3 Depreciation, amortisation and impairment losses		
Software	0	30
Property, plant and equipment	<u>25</u>	<u>24</u>
	<u>25</u>	<u>54</u>
Depreciation and amortisation are recognised as follows in the consolidated financial statements and parent company financial statements:		
Administration	25	54
Distribution	<u>0</u>	<u>0</u>
	<u>25</u>	<u>54</u>
4 Staff costs		
Selling and distribution cost	1,855	2,156
Administrative expenses	<u>409</u>	<u>605</u>
	<u>2,264</u>	<u>2,761</u>
Total staff can be specified as follows:		
Salaries and remunerations, etc.	2,047	2,644
Pensions	74	84
Other social security costs	<u>143</u>	<u>13</u>
	<u>2,264</u>	<u>2,741</u>
Average number of full-time employees	<u>23</u>	<u>22</u>

Remuneration to the Executive Board has not been disclosed in accordance with section 98 b(3) of the Danish Financial Statements Act.

Financial statements 1 January – 31 December

Notes

EUR'000	<u>2022</u>	<u>2021</u>
5 Income from equity investments in group entities		
Share on profit	583	410
	<u>583</u>	<u>410</u>
6 Other financial income		
Exchange rate adjustments	13,066	3,224
Interest income on cash at bank	37	8
Other financial income	3,204	113
	<u>16,307</u>	<u>3,345</u>
7 Other financial expenses		
Interest expense	59	41
Foreign exchange losses	16,174	2,917
Other financial costs	2	3
	<u>16,235</u>	<u>2,961</u>
8 Tax on profit for the year		
Current tax for the year	152	730
Deferred tax for the year	179	-153
Adjustment of tax concerning previous years	-1	0
	<u>330</u>	<u>577</u>
9 Proposed profit appropriation		
Retained earnings	2,452	2,592
	<u>2,452</u>	<u>2,592</u>

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10 Intangible assets

EUR'000	Acquired patents
Cost at 1 January 2022	2,380
Cost at 31 December 2022	2,380
Amortisation and impairment losses at 1 January 2022	-2,380
Amortisation for the year	0
Amortisation and impairment losses at 31 December 2022	-2,380
Carrying amount at 31 December 2022	0

11 Property, plant and equipment

EUR'000	Fixtures and fittings, tools and equipment
Cost at 1 January 2022	1,232
Additions for the year	2
Cost at 31 December 2022	1,234
Depreciation and impairment losses at 1 January 2022	-1,177
Depreciation for the year	-25
Depreciation and impairment losses at 31 December 2022	-1,202
Carrying amount at 31 December 2022	32

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12 Investments in subsidiaries

EUR'000	Equity investments in group entities
Cost at 1 January 2022	11,610
Disposals for the year	-619
Cost at 31 December 2022	10,991
Revaluations at 1 January 2022	-3,057
Exchange rate adjustment	620
Net profit for the year	583
Revaluations 31 December 2022	-1,854
Carrying amount at 31 December 2022	9,137

Name/legal form	Registered office	Voting rights and ownership interest	Equity EUR'000	Profit/loss for the year EUR'000
ZyXEL Deutschland GmbH	Germany	100%	3,823	141
ZyXEL Communications UK Ltd	England	100%	1,566	91
ZyXEL Communications Czech s.r.o	Czech Republic	100%	568	26
ZyXEL Communications Iberia S.L.	Spain	100%	114	42
ZyXEL Communications Italy Srl.	Italy	100%	1,487	75
ZyXEL R&D Center GmbH	Germany	100%	989	84

According to the latest approved financial statements for the financial year 1 January - 31 December 2021.

13 Deferred tax assets

EUR'000	31/12 2022	31/12 2021
Deferred tax at 1 January	307	154
Deferred tax adjustment for the year in the income statement	-179	153
	128	307

The deferred tax assets is recognised at its full value as it is expected to be utilised within the next years according to the budgets and projections.

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14 Share capital

The share capital consists of 1 share of EUR 2,781 thousand.

The share does not carry special right.

15 Other provisions

Other provisions comprise commitments relating to warranties on sold products and can be specified as follows:

Warranty provisions at 1 January	1,047	646
Change provision current year	<u>-882</u>	<u>401</u>
	<u>165</u>	<u>1,047</u>

16 Contractual obligations, contingencies, etc.

Contingent liabilities

The Company has pledged bank deposits of EUR 1.781 thousand as security.

The Company is party to a few disputes. The expected outcome of cases has been recognised in the financial statements. None of these cases are deemed material for the evaluation of the Company's financial position.

The Company has issued a guarantee to its subsidiary ZYXEL Communications UK Ltd. for all the subsidiary's outstanding liabilities existing at the balance sheet date 31 December 2022. The guarantee is issued in relation to exemption from the requirement of the Companies Act 2006 of the United Kingdom relating to the audit of individual accounts by virtue of s479A CA 2006.

The Company has issued a guarantee to its subsidiary ZYXEL Communications Italy S.r.l. for all the subsidiary's outstanding liabilities existing at the balance sheet date 31 December 2022.

The Company is jointly taxed with ZyXEL Networks A/S. The Company has unlimited joint and several liability for payment of Danish corporation taxes. Any subsequent corrections of the income subject to joint taxation may entail that the Company's liability will increase.

Operating lease obligations

Lease commitments (operating leases) that fall due within 5 years total EUR 265 thousand (2021: EUR 433 thousand).

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17 Related party disclosures

ZyXEL Communications A/S' related parties comprise the following:

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ZyXEL Communications Corporation, Industry East Road IX, Hsin-Chu, Taiwan.

ZyXEL Communications Corporation holds the majority of the contributed capital in the Company.

ZyXEL Communications A/S is part of the consolidated financial statements of ZyXEL Communications Corporation, Industry East Road IX, Hsin-Chu, Taiwan, which is the smallest and largest group, respectively, in which the Company is included as a subsidiary.

The consolidated financial statements of ZyXEL Communications Corporation can be obtained by contacting the Company at the address above.

Related party transactions

In accordance with section 98 c(7) of the Danish Financial Statements Act, the Company has not disclosed any related party transactions as they were conducted on an arm's length basis.